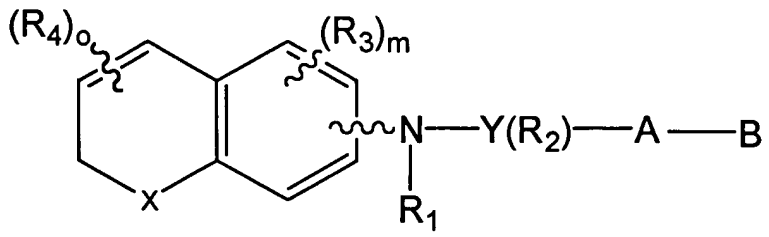
IN THE CLAIMS:

Cancel Claim 3.

Amend Claim 1 as set forth below in the Complete Listing of Pending Claims:

COMPLETE LISTING OF PENDING CLAIMS

1. (Currently amended) A compound of the formula



where **X** is O, S, or $C(\mathbf{R})_2$;

R is H or alkyl of 1 to 6 carbons;

$\mathbf{R_1}$ is H, alkyl of 1 to 10 carbons, alkenyl of 2 to 6 carbons; phenyl-C_1 - C_6 alkyl, or C_1 - C_6-alkylphenyl;

$\mathbf{R_2}$ is H, alkyl of 1 to 6 carbons, F, Cl, Br, I, CF_3, fluoro substituted alkyl of 1 to 6 carbons, alkoxy of 1 to 6 carbons, or alkylthio of 1 to 6 carbons;

$\mathbf{R_3}$ is independently alkyl of 1 to 6 carbons, F, Cl, Br, I, CF_3, fluoro substituted alkyl of 1 to 6 carbons, OH, SH, alkoxy of 1 to 10 carbons, fluoroalkoxy of 1 to 6 carbons, alkylthio of 1 to 6 carbons; benzyloxy C_1 - C_6 alkyl substituted benzyloxy, halogen substituted benzyloxy, phenyloxy, C_1 - C_6 alkyl substituted phenyloxy, or halogen substituted phenyloxy;

$\mathbf{R_4}$ is independently H, alkyl of 1 to 6 carbons, or F;

Y is a ~~naphthyl group, or heteroaryl selected from a group consisting of~~ pyridyl~~, thienyl, furyl, pyridazinyl, pyrimidinyl, pyrazinyl, thiazolyl, oxazolyl, imidazolyl and pyrrazolyl~~ group, said ~~phenyl and heteroaryl groups~~ pyridyl group being optionally substituted with one or two $\mathbf{R_2}$ groups;

m is an integer having the values 0 to 3;

o is an integer having the values 0 to 4;

A is $(CH_2)_q$ where q is 0-5, lower branched chain alkyl having 3-6 carbons, cycloalkyl having 3-6 carbons, alkenyl having 2-6 carbons and 1 or 2 double bonds, alkynyl having 2-6 carbons and 1 or 2 triple bonds, and

B is ~~hydrogen,~~COOH, $COOR_8$, $CONR_9R_{10}$, $-CH_2OH$, CH_2OR_{11}, CH_2OCOR_{11}, CHO, $CH(OR_{12})_2$, $CHOR_{13}O$, $-COR_7$, $CR_7(OR_{12})_2$, $CR_7OR_{13}O$, or tri-lower alkylsilyl, where R_7 is an alkyl, cycloalkyl or alkenyl group containing 1 to 5 carbons, R_8 is an alkyl group of 1 to 10 carbons or trimethylsilylalkyl where the alkyl group has 1 to 10 carbons, or a cycloalkyl group of 5 to 10 carbons, or R_8 is phenyl or lower alkylphenyl, R_9 and R_{10} independently are hydrogen, an alkyl group of 1 to 10 carbons, or a cycloalkyl group of 5-10 carbons, or phenyl or lower alkylphenyl, R_{11} is lower alkyl, phenyl or lower alkylphenyl, R_{12} is lower alkyl, and R_{13} is divalent alkyl radical of 2-5 carbons, or a pharmaceutically acceptable salt of said compound.

2. (original) A compound in accordance with Claim 1 where **X** is $C(\mathbf{R})_2$.

3. (cancelled)

4. (original) A compound in accordance with Claim 1 where **X** is S.

5. (original) A compound in accordance with Claim 1 where **X** is O.

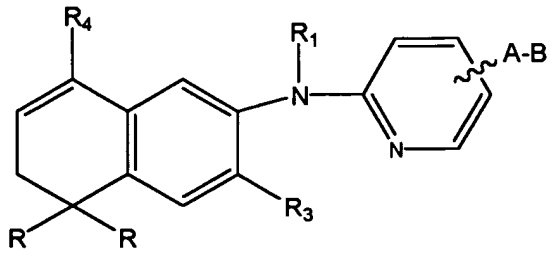
6. (original) A compound in accordance with Claim 1 where the **A-B** group represents $(CH_2)_qCOOR_8$ or $(CH_2)_qCOOH$ where **q** is 0, or a pharmaceutically acceptable salt thereof.

7. (original) A compound in accordance with Claim 1 where $\mathbf{R_1}$ is alkyl of 1 to 10 carbons or alkenyl of 2 to 6 carbons.

8. (original) A compound in accordance with Claim 1 where $\mathbf{R_4}$ is independently H or alkyl of 1 to 6 carbons.

9. (original) A compound in accordance with Claim 1 where $\mathbf{R_1}$ is alkyl of 1 to 10 carbons or alkenyl of 2 to 6 carbons, $\mathbf{R_4}$ is independently H or alkyl of 1 to 6 carbons and the **A-B** group represents $(CH_2)_qCOOR_8$ or $(CH_2)_qCOOH$ where **q** is 0, or a pharmaceutically acceptable salt thereof.

10. (previously submitted) A compound that has the structure of formula (iii)



(iii)

where **R** is independently H or alkyl of 1 to 6 carbons;

$\mathbf{R_1}$ is H or alkyl of 1 to 10 carbons or alkenyl of 2 to 6 carbons;

$\mathbf{R_3}$ is independently alkyl of 1 to 6 carbons, F, Cl, Br, I, CF_3, fluoro substituted alkyl of 1 to 6 carbons, OH, SH, alkoxy of 1 to 10 carbons, fluoroalkoxy of 1 to 6 carbons, alkylthio of 1 to 6 carbons; benxyloxy, C_1 - C_6 alkyl substituted benzyloxy, halogen substituted benzyloxy, phenyloxy, C_1 - C_6 alkyl substituted phenyloxy, or halogen substituted phenyloxy;

$\mathbf{R_4}$ is H or alkyl of 1 to 6 carbons;

A is $(CH_2)_q$ where q is 0-5, lower branched chain alkyl having 3-6 carbons, cycloalkyl having 3-6 carbons, alkenyl having 2-6 carbons and 1 or 2 double bonds, alkynyl having 2-6 carbons and 1 or 2 triple bonds, and

B is hydrogen, COOH, $COOR_8$, $CONR_9R_{10}$, $-CH_2OH$, CH_2OR_{11}, CH_2OCOR_{11}, CHO, $CH(OR_{12})_2$, $CHOR_{13}O$, $-COR_7$, $CR_7(OR_{12})_2$, $CR_7OR_{13}O$, or tri-lower alkylsilyl, where R_7 is an alkyl, cycloalkyl or alkenyl group containing 1 to 5 carbons, R_8 is an alkyl group of 1 to 10 carbons or trimethylsilylalkyl where the alkyl group has 1 to 10 carbons, or a cycloalkyl group of 5 to 10 carbons, or R_8 is phenyl or lower alkylphenyl, R_9 and R_{10} independently are hydrogen, an alkyl group of 1 to 10 carbons, or a cycloalkyl group of 5-10 carbons, or phenyl or lower alkylphenyl, R_{11} is lower alkyl, phenyl or lower alkylphenyl, R_{12} is lower alkyl, and R_{13} is divalent alkyl radical of 2-5 carbons, or a pharmaceutically

acceptable salt of said compound.

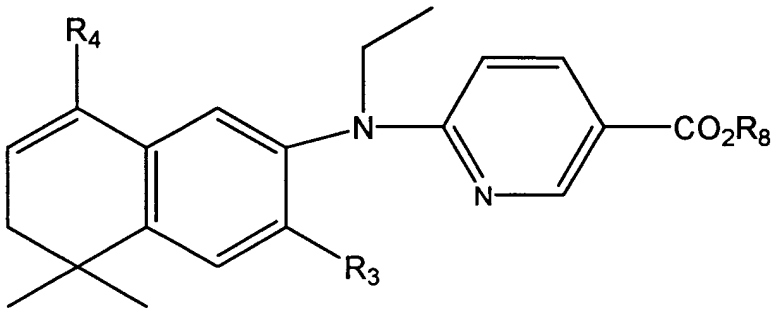
11 – 13 inclusive (canceled)

14. (original) A compound in accordance with Claim 10 where $\mathbf{R_4}$ and $\mathbf{R_1}$ both are alkyl.

15. (original) A compound in accordance with Claim 10 where the **A-B** group represents $(CH_2)_qCOOR_8$ or $(CH_2)_qCOOH$ where **q** is 0, or a pharmaceutically acceptable salt thereof.

16 – 27 inclusive (canceled)

28. (original) A compound of the formula



where $\mathbf{R_3}$ is H, or alkyl of 1 to 6 carbons;

$\mathbf{R_4}$ is alkyl of 1 to 6 carbons, and

$\mathbf{R_8}$ is H or alkyl of 1 to 6 carbons, or a pharmaceutically acceptable salt of said compound.

29. (original) A compound in accordance with Claim 28 where $\mathbf{R_4}$ is methyl, ethyl, *i*-propyl or *t*-butyl.

30. (original) A compound in accordance with Claim 28 where $\mathbf{R_3}$ is H, or *n*-butyloxy.

31. (original) A compound in accordance with Claim 28 where $\mathbf{R_8}$ is H or ethyl.

32. (original) A compound in accordance with Claim 28 where $\mathbf{R_4}$ is methyl, ethyl, *i*-propyl or *t*-butyl;

$\mathbf{R_3}$ is H, or *n*-butyloxy, and $\mathbf{R_8}$ is H or ethyl.

33. (original) A compound in accordance with Claim 32 where $\mathbf{R_8}$ is H or ethyl.